



SECURITIES AND EXCHANGE COMMISSION
[Release No. 34-96337; File No. 10-239]

24X National Exchange LLC; Notice of Filing of Amendment No. 2 to an Application for Registration as a National Securities Exchange under Section 6 of the Securities Exchange Act of 1934

November 17, 2022.

On March 25, 2022, 24X National Exchange LLC (“24X”) filed with the Securities and Exchange Commission (“Commission”) a Form 1 application under the Securities Exchange Act of 1934 (“Act”) seeking registration as a national securities exchange under Section 6 of the Act.¹ Notice of the application was published for comment in the *Federal Register* on June 6, 2022.² The Commission received three comment letters on 24X’s Initial Form 1 Application and a letter from 24X responding to these comment letters.³ On September 1, 2022, the Commission instituted proceedings pursuant to Section 19(a)(1)(B) of the Act⁴ to determine whether to grant or deny 24X’s application for registration as a national securities exchange under Section 6 of the Act (the “OIP”).⁵ The Commission received one comment letter in response to the OIP,⁶ and a letter in response to the OIP from 24X.⁷ On October 21, 2022, 24X filed an amendment to its

¹ 15 U.S.C. 78f.

² See Securities Exchange Act Release No. 95007 (May 31, 2022), 87 FR 34333 (June 6, 2022) (“Initial Form 1 Application”).

³ The public comment file for 24X’s Form 1 application (File No. 10-239) is available on the Commission’s website at: <https://www.sec.gov/comments/10-239/10-239.htm>.

⁴ 15 U.S.C. 78s(a)(1)(B).

⁵ See Securities Exchange Act Release No. 95651 (Sept. 1, 2022), 87 FR 54736 (Sept. 7, 2022).

⁶ See letter from Brian Hyndman, President and Chief Executive Officer, Blue Ocean ATS, LLC, dated Sept. 28, 2022, to Vanessa A. Countryman, Secretary, Commission.

⁷ See letter from James M. Brady, Katten Muchin Rosenman LLP, outside counsel for 24X National Exchange LLC, dated Oct. 18, 2022, to Vanessa A. Countryman, Secretary, Commission.

Initial Form 1 Application (“Amendment No. 1”).⁸ Notice of Amendment No. 1 was published for comment in the *Federal Register* on November 9, 2022.⁹ On November 10, 2022, 24X filed a second amendment to its Initial Form 1 Application (“Amendment No. 2”).¹⁰ The Commission is publishing this notice in order to solicit views of interested persons on 24X’s Initial Form 1 Application, as amended by Amendment No. 1 and Amendment No. 2.

I. Description of 24X’s Proposed Trading System

24X proposes to operate a fully automated electronic trading platform for the trading of listed NMS stocks pursuant to unlisted trading privileges.¹¹ 24X would not maintain a physical trading floor.¹² 24X proposes to allow trading in NMS stocks 24 hours a day, 7 days per week, 365 days a year.¹³ 24X proposes specific rules to govern trading during regular trading hours¹⁴ as well as trading outside of regular trading hours.¹⁵

⁸ Amendment No. 1 is available on the Commission’s website at: <https://www.sec.gov/rules/other/2022/24x/24x-form-1.htm>.

⁹ See Securities Exchange Act Release No. 96218 (Nov. 3, 2022), 87 FR 67725 (Nov. 9, 2022).

¹⁰ Amendment No. 2 is available on the Commission’s website at: <https://www.sec.gov/rules/other/2022/24x/24x-form-1.htm>.

¹¹ See Exhibit E, as amended by 24X’s Amendment No. 1, at 1, 4.

¹² Id. at 1.

¹³ See proposed 24X Rule 11.1 (describing the hours of trading and trading days for 24X).

¹⁴ Regulation NMS Rule 600(b)(77) defines “regular trading hours” as “the time between 9:30 a.m. and 4:00 p.m. Eastern Time . . .” 24X proposes to define four different trading sessions. See proposed 24X Rules 1.5(b), defining the “24X Market Session”; 1.5(k) defining the “Core Market Session”; 1.5(v) defining the “Post-market Session”; and 1.5(w) defining the “Pre-Market Session”.

¹⁵ See e.g., proposed 24X Rule 11.16 (describing what orders are eligible for execution outside of regular trading hours).

II. Amendment No. 2 to 24X's Initial Form 1 Application

In Amendment No. 2, 24X proposes certain changes to the Amended and Restated Limited Liability Company Operating Agreement of 24X Bermuda Holdings LLC,¹⁶ as well as to the Member Nominating Committee Charter.¹⁷

III. Request for Written Comment

The Commission requests that interested persons provide written views and data with respect to 24X's Initial Form 1 Application, as amended by Amendment No. 1 and Amendment No. 2. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number 10-239 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number 10-239. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/other.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to 24X's Initial Form 1 Application, as amended by Amendment No. 1 and Amendment No. 2, filed with the Commission, and all written communications relating to the application between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and

¹⁶ See Exhibits C and C-2, as amended by 24X's Amendment No. 2.

¹⁷ See Exhibit J-3, as amended by 24X's Amendment No. 2.

printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from submissions. You should submit only information that you wish to make publicly available.

All submissions should refer to File Number 10-239 and should be submitted on or before [INSERT DATE 21 DAYS FROM PUBLICATION IN THE *FEDERAL REGISTER*].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.¹⁸

Sherry R. Haywood
Assistant Secretary.

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